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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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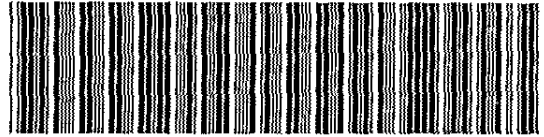
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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VO/dis
T. Lewis

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04 MAY -6 PM 11:50
SECRET
FBI

LAW OFFICES
NEILL, GRIFFIN, FOWLER, TIERNEY, NEILL & MARQUIS

CHARTERED

311 SOUTH SECOND STREET

SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL*
CHESTER B. GRIFFIN**
MICHAEL D. FOWLER*
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.*
RENÉE MARQUIS-ABRAMS*

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34954
TELEPHONE (772) 464-8200
FAX (772) 464-2566

*BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER
**BOARD CERTIFIED TAXATION LAWYER
*BOARD CERTIFIED CIVIL TRIAL LAWYER

May 3, 2004

Florida Department of State
Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: Dissolution of J. Rose Art Studio/Gallery, Inc.

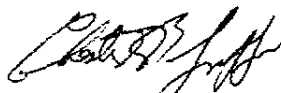
Dear Sir/Madam:

Enclosed herewith are Articles of Dissolution, Implementation of Shareholder's Resolution to Dissolve J. Rose Art Studio/Gallery, Inc., and Written Consent of the Shareholders of J. Rose Art Studio/Gallery, Inc. in Lieu of a Special Meeting to Vote on Dissolution of the Corporation. Also enclosed is our check in the amount of \$35.00.

The effective date of the dissolution of the corporation is April 30, 2004. Please forward a copy of evidence of the dissolution to my attention in the enclosed envelope provided for that purpose.

Thank you for your attention to this matter.

Sincerely,



Chester B. Griffin
CBG:rf
Enclosures

cc: Velia Bagnasco

ARTICLES OF DISSOLUTION
(After Commencement of Business)

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04 MAY -6 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST: The name of the corporation is: J. Rose Art Studio/Gallery, Inc.
- SECOND: The date dissolution was authorized: April 30, 2004
- THIRD: Adoption of Dissolution: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 30th day of April, 2004.

J. ROSE ART STUDIO/GALLERY, INC.

Velia Bagnasco
Velia Bagnasco, as President

**IMPLEMENTATION OF SHAREHOLDER'S
RESOLUTION TO DISSOLVE
J. ROSE ART STUDIO/GALLERY, INC.
A FLORIDA CORPORATION**

The undersigned, being all the directors of J. ROSE ART STUDIO/GALLERY, INC., a Florida Corporation (the Corporation), hereby take the following actions by written consent in lieu of a Special Meeting of the Directors:

1. RESOLVED, that the officers of the Corporation are authorized to take all actions necessary to dissolve and wind up the affairs of the Corporation, including the sale, lease, conveyance, or assignment of the Corporation's assets, and to execute any and all documents and instruments deemed necessary and appropriate, to effect the dissolution and liquidation in accordance with the consent to dissolution executed by all shareholders on April 30, 2004;
2. RESOLVED FURTHER, that the officers of the Corporation are authorized to apply the Corporation's assets, both cash and in kind, toward the satisfaction of the Corporation's known debts and liabilities;
3. RESOLVED FURTHER, that after satisfaction of the Corporation's debts, the officers of the Corporation are authorized to distribute the remainder of the Corporation's assets to the shareholders as directed in the shareholder's consent;
4. RESOLVED FURTHER, that the officers of the Corporation are authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state, or local law, ordinance, statute, or rule in connection with and incidental to the dissolution and liquidation of the Corporation;

The undersigned, being all the directors of J. Rose Art Studio/Gallery, Inc, authorize, by their signatures, the above resolution.

Dated: April 30, 2004


Velia Bagnasco, Director

**WRITTEN CONSENT OF THE SHAREHOLDERS OF
J. ROSE ART STUDIO/GALLERY, INC.
IN LIEU OF A SPECIAL MEETING
TO VOTE ON DISSOLUTION OF THE CORPORATION**

The undersigned, being all the Shareholders of J. ROSE ART STUDIO/GALLERY, INC., a Florida Corporation (the Corporation), hereby take the following actions by written consent in lieu of a Special Meeting of the Shareholders:

RESOLVED, that the corporation be liquidated in accordance with the provisions of Section 6043(a) of the Internal Revenue Code of 1986, as amended, and further

RESOLVED, that in accordance with such plan of liquidation, the officers, directors, and the accountant for the corporation be and they hereby are authorized and directed to:

1. file form 966 within 30 days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia 39901-0012, together with a copy of this consent,
2. transfer all of the assets of the corporation to the shareholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. file a Certificate of Dissolution with the Secretary of State,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owned by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: April 30, 2004



Velia Bagnasco, Shareholder